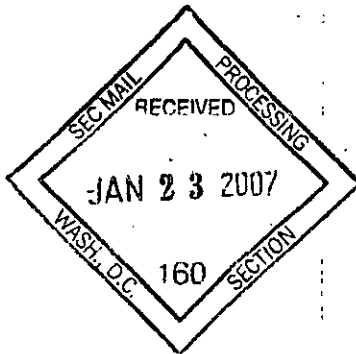


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SEC 1972
(6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



PROCESSED

JAN 29 2007

THOMSON
FINANCIAL

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2007	
Estimated average burden hours per response.. 1	

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Murdoch Security & Investigation

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

[Handwritten signature]

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)
Murdoch Security and Investigations

Address of Executive Offices **2777 Summer Street
Stamford, CT 06820**
Telephone Number (Including Area Code) **203-355-3330**

Address of Principal Business Operations **2777 Summer Street
Stamford, CT 06820**
Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business **National contract security services**

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

11 Month 94 Year
[] Actual []
Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [] []

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any

Stamford, CT

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Miller Stuart

Business or Residence Address 2777 Summer St. Stamford CT 06905

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Goldstein Robert

Business or Residence Address 2777 Summer St. Stamford CT 06905

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Silver Abe

Business or Residence Address (Number and Street, City, State, Zip Code) 2777 Summer St. Stamford CT 06905

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes ☐ No ☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 0,000.00

3. Does the offering permit joint ownership of a single unit?..... Yes ☐ No ☒

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set

Stamford, CT

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Vassell William

Business or Residence Address 2777 Summer St Stamford CT 06905

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Nekos Peter

Business or Residence Address 2777 Summer St Stamford CT 06905

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Miller Greg

Business or Residence Address (Number and Street, City, State, Zip Code) 2777 Summer St Stamford CT 06905

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Linz Richard

Business or Residence Address (Number and Street, City, State, Zip Code) 2777 Summer St Stamford CT 06905

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes ☐ No ☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ _ _

3. Does the offering permit joint ownership of a single unit?..... Yes ☐ No ☒

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set

[X]
[]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box "and indicate in the columns below the amounts of the securities offered for exchange and already exchanged."

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ 1,000,000	\$ -0-
[] Common [X] Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 1,000,000	\$ -0-

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors

Non-accredited Investors

Total (for filings under Rule 504 only)

Answer also in Appendix, Column 4, if filing under ULOE.

Number Investors	Aggregate Dollar Amount of Purchases
0	\$ -0-
	\$
0	\$ -0-

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering

Rule 505

Regulation A

Rule 504

Total

Type of Security	Dollar Amount Sold
	\$
	\$
	\$
	\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees

Printing and Engraving Costs

Legal Fees

Accounting Fees

Engineering Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (identify) miscellaneous

Total

<input type="checkbox"/>	\$
<input checked="" type="checkbox"/>	\$ 1,000
<input checked="" type="checkbox"/>	\$ 5,000
<input checked="" type="checkbox"/>	\$
<input type="checkbox"/>	\$
<input type="checkbox"/>	\$
<input checked="" type="checkbox"/>	\$
<input type="checkbox"/>	\$ 8,000

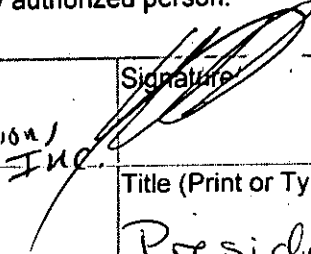
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments
To Officers, Payments To
Directors & Others

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <i>Murdoch Security & Investigations Inc.</i>	Signature 	Date <i>1/18/09</i>
Name of Signer (Print or Type) <i>William Vassell</i>	Title (Print or Type) <i>President</i>	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2		3	4				5	
		Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State		Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			✓							
AK			✓							
AZ			✓							
AR			✓							
CA			✓		1					X
CO			✓							
CT			✓							
DE			✓							
DC			✓							
FL			✓							
GA			✓							
HI			✓							

ID		✓						
IL		✓						
IN		✓						
IA		✓						
KS		✓						
KY		✓						
LA		✓						
ME		✓						
MD		✓						
MA		✓						
MI		✓						
MN		✓						
MS		✓						
MO		✓						
MT		✓						
NE		✓						
NV		✓						
NH		✓						
NJ		✓						
NM		✓						
NY		✓			4			X
NC		✓						
ND		✓						
OH		✓						
OK		✓						
OR		✓						
PA		✓						
RI		✓						
SC		✓						
SD		✓						
TN		✓						
TX		✓						
UT		✓						
VT		✓						
VA		✓						
WA		✓						
WV		✓						
WI		✓						

WY									
PR									

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>

Last update: 06/06/2002

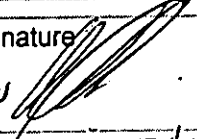
Salaries and fees
 Paydown of Accrued Payables and Short Term Loans
 Current Payables
 Note Interest
 Administrative and Operating
 Website Design
 Advisory Board Development
 Other (specify): Footballfest Plan & Development
 Marketing 165,000, Consulting Svcs 50,000
 Legal, Audit & Accounting 45,000
 Column Totals
 Total Payments Listed (column totals added)

Affiliates

☒ \$250,000 \$
☐ \$300,000 ☒ \$
☐ \$200,000 ☒ \$
☐ \$ ☒ \$
☐ \$250,000 ☒ \$
☐ \$ ☒ \$
☐ \$ ☒ \$
☐ \$ ☒ \$
☒ \$ ☒ \$
1,000,000 ☒ \$

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <u>Murdoch Security & Investments Inc.</u>	Signature 	Date <u>1/18/07</u>
Name of Signer (Print or Type) <u>William Vassell</u>	Title of Signer (Print or Type) <u>President</u>	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No
☐ ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.